

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WP Steel Venture, LLC., *et al.*,

Debtors.

Chapter 11

Case No. 12-11661 (KJC)

(Jointly Administered)

Ref. Nos. 2886, 2917 and 3106

**NOTICE OF APPEAL OF RICHARD H. CARTER, GREGG M. JOHNSTON,
CLARENCE E. NEWHOUSE AND JOHN P. McCONEGLY, JR. FROM ORDER
PURSUANT TO SECTIONS 105(a), 1107 AND 1108 OF THE BANKRUPTCY
CODE FOR AN ORDER CONFIRMING RICHARD D. CARUSO AS A PERSON
AUTHORIZED TO ACT ON BEHALF OF RG STEEL WHEELING, LLC**

Pursuant to 28 U.S.C. §§ 158(a)(1) and 1292(a), Rule 8001 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 8001-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), Richard H. Carter, Gregg M. Johnston, Clarence E. Newhouse, and John P. McConegly, Jr. (collectively, the “**Appellants**”), creditors in the above-captioned cases, hereby appeal to the United States District Court for the District of Delaware (the “**District Court**”) from the *Order Pursuant to Sections 105(a), 1107 and 1108 of the Bankruptcy Code for an Order Confirming Richard D. Caruso as a Person Authorized to Act on Behalf of RG Steel Wheeling, LLC* [Docket No. 3106] (the “**Order**”), entered by the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) on July 2, 2013 in the above-captioned cases. A true and correct copy of the Order¹ is attached hereto as Exhibit A.

Appellants: Richard H. Carter, Gregg M. Johnston, Clarence E. Newhouse, and John P. McConegly, Jr.

¹ For purposes of this appeal, the Order constitutes a final order within the meaning of 28 U.S.C. § 157(b) as delineated in the first paragraph of the Order.

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Appellees: Debtors in the above-captioned cases

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Dated: July 15, 2013
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EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----x
In re : Chapter 11
:
WP Steel Venture LLC, et al., : Case No. 12-11661 (KJC)
:
Debtors. : (Jointly Administered)
-----x
Re: D.I. 2886, 2917, 3072, 3105

**ORDER PURSUANT TO SECTIONS 105(a), 1107 AND 1108 OF THE
BANKRUPTCY CODE FOR AN ORDER CONFIRMING RICHARD D. CARUSO AS
A PERSON AUTHORIZED TO ACT ON BEHALF OF RG STEEL WHEELING, LLC**

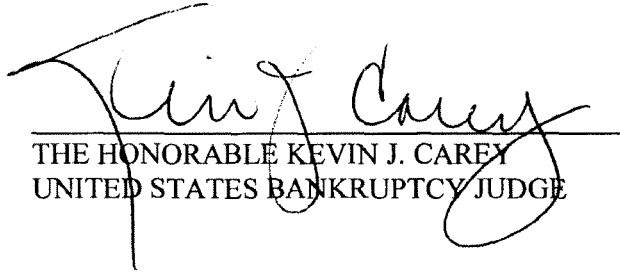
Upon the motion (the “Motion”) of the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) for an order, pursuant to sections 105(a), 1107 and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), confirming that Richard D. Caruso, the Debtors’ Chief Financial Officer (the “CFO”), is a person authorized to act on behalf of Debtor RG Steel Wheeling, LLC (“Wheeling” or the “Company”), and the Court being satisfied that the relief requested in such Motion is in the best interests of the Debtors, their estates and creditors; it appearing that this proceeding is a “core” proceeding under 28 U.S.C. Section 157(b) and that this Order constitutes a “Final Order” under 28 U.S.C. Section 157(b); and notice of the Motion having been provided in accordance with the Motion; and it appearing that no other or further notice need to be given; and after due deliberation of the Motion and the objection thereto; and sufficient cause appearing thereof; it is hereby **ORDERED**, that the Motion is **GRANTED** and **APPROVED**; and it is further **ORDERED** as follows:

1. Richard D. Caruso, Chief Financial Officer of the Debtors, is hereby authorized and empowered to act on behalf of Debtor RG Steel Wheeling, LLC (“RG Wheeling”) in order to direct PNC Bank, National Association as successor to Pittsburgh National Bank (“PNC Bank” or the “Trustee”) to deliver the assets remaining held in trust by

the Trustee pursuant to Section 2.2 of that certain Trust Agreement dated as of December 1, 1990 (the "Trust Agreement"), between Wheeling-Pittsburgh Steel Corporation (n/k/a RG Wheeling) and PNC Bank, in accordance with this Order.

2. The Debtors shall maintain any distribution of, or proceeds from, the Trust Assets (the "Proceeds") in an escrow account (the "Escrow Account"), subject to an agreement with Wilmington Trust or another third-party escrow agent that provides that the Proceeds shall be released from the Escrow Account upon: (a) entry of a final order by a court of competent jurisdiction directing the manner of distribution of the Proceeds; or (b) as otherwise agreed to by the Debtors, Committee, and Objectors. Notwithstanding the deposit of the Trust Assets into the Escrow Account; provided, further, that (A) all parties' rights shall be reserved with respect to any interest claimed in or upon such Trust Assets, and any determination of the extent of any such interest; and (B) no liens or priority claims of any secured creditors of the Debtors, Wheeling or the Company shall attach to the Trust Assets in the Escrow Account solely by virtue of entry of this Order or the transfer of the Trust Assets to the Escrow Account.
3. This Court shall retain jurisdiction over any matters related to or arising from the implementation of this Order; provided, however, that nothing in this Order limits or otherwise impacts any rights, causes of action or claims of any party against any other party including without limitation PNC Bank.

Dated: Wilmington, Delaware
July 8, 2013


THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE